

#### FORM 6-K

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

RECD S.E.C.

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Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

P.E.

For May 28, 2002

PROCESSED

JUN 0 6 2002

THOMSON FINANCIAL

ARM Holdings plc

110 Fulbourn Road Cambridge CB1 4NJ England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F <u>X</u> Form 40-F \_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_ No <u>X</u>

 $\mathcal{V}$ 

### ARM Holdings plc

#### INDEX TO EXHIBITS

### <u>Item</u>

- 1. Section 198 Notification
- 2. Press release dated May 13, 2002
- 3. Section 198 Notification
- 4. Press release dated May 20, 2002
- 5. Section 198 Notification
- 6. Section 198 Notification
- 7. Disclosure of interest in shares dated May 23, 2002
- 8. Disclosure of interest in shares dated May 23, 2002
- 9. Press release dated May 28, 2002

Date:

May 28, 2002

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARM Holdings plc

By: Name: Tim Score

Title: Chief Financial Officer

40/03 04 14.07 DAVID LOUK & HUKDHER SENT BY: ARM;

01223400546;

10-MAY-02 11:14;

PAGE 2

MAY. 9.2002 12:51PM THE CAPITAL GROUP

198/90/1

To: Arm Holdings plc 110 Fulbourn Road Cambridge CB1 9NJ England

Date: 8 May 2002

#### SECTION 198 NOTIFICATION Notification of increase

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (1,014,767,176 shares outstanding)

Number of shares in which the Companies have an interest:

86,771,947

Name(s) of registered holder(s):

See Schedule B

SENT BY: ARM; 01223400546; 10-MAY-02 11:14; PAGE 3
MAY, 9.2002 12:51PM THE CAPITAL GROUP NO.631 P.3/14

As of 8 May 2002

# Arm Holdings plc

|                        |                                   | Number of<br>Shares   | Percent of<br>Outstanding |
|------------------------|-----------------------------------|-----------------------|---------------------------|
| The Capital Grou       | o Companies, Inc. (*CG") holdings | 86,771,947            | 8,55%                     |
| Holdings by CG M       | anagement Companies and Funds:    |                       |                           |
| • Capital Guardian 1   | rust Company                      | 36,228,197.00         | 3.57%                     |
| Capital Internation    | al Limited                        | 28,522,268.00         | 2.81%                     |
| • Capital Internations | i S.A.                            | 8,6 <b>79.</b> 172.00 | 0.86%                     |
| Capital International  | I, inc.                           | 842,310.00            | 0.03%                     |
| Capital Research as    | nd Management Company             | 13,000,000,00         | 1.28%                     |

Schedule A

SENT BY: ARM; 01223400546; 10-MAY-02 11:14; PAGE 4

### Schedule of holdings in Arm Holdings plo As of 8 May 2002

# Capital Guardian Trust Company

| Registered Name State Street Nomine Canary Wharf 27th Floor, 1 Canad London E145AF |                | <u>Local Shares</u><br>5,858,600 |
|--|----------------|----------------------------------|
| Bank of New York N<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY        | Jom(nees       | 722,117                          |
| Chase Nominees Lir<br>Woolgate House<br>Coleman Street<br>London EC2P 2HD          | nited          | 14,188,272                       |
| BT Globenet Nomine<br>1 Appoid Street<br>Broadgate<br>London EC2A 2HE              | ees Ltd,       | 318,100                          |
| Midland Bank pic<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kin              | adow           | 5,943,508                        |
| Çede & Co.<br>55 Water Street<br>New York, NY 10006                                |                | 414,000                          |
| Bankers Trust<br>59 1/2 Southmark Stra<br>2nd Floor<br>London SEI OHH              | e <b>t</b>     | 1,677,200                        |
| Bardays Bank<br>Bardays Global Secul<br>BAngel Court<br>London EC2R 7HT            | itles Services | 841,100                          |

Schedule B Page 1 of 11

| Citibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                        |                          | 638,600        |
|---|--------------------------|----------------|
| Nortrust Nominees<br>165 Bishopsgate<br>London EC2M 3X8<br>United Kingdom       | i .                      | 5,043,300      |
| Royal Bank of Scot)<br>Regents House, 42,<br>London N1 BXL<br>UK                | and<br>Islington High St | 16,800         |
| MSS Nominees Lim<br>Midland Bank plc<br>Manner House, Pep<br>London ECSN 4DA    |                          | 66,800         |
| State Street Bank &   | Trust Co.                | 73,600         |
| Citibank NA<br>Toronto  |                          | 32,500         |
| HSBC Bank pic<br>Securities Services, I<br>Papys Street<br>London EC3N 4DA      | Mariner House            | 23,100         |
| ROY Naminees Limit<br>71N Queen Victoria S<br>London EC4V 4DE<br>United Kingdom | ed<br>Greet              | <b>61,3</b> 00 |
| Mellon Nominees (UK<br>150 Buchanan Street<br>Glasgow G1 2DY<br>United Kingdom  | 3 Limited 3              | 95,500         |
|   | Schedule B               |                |

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01223400546; 10-MAY-02 11:14; PAGE 5

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SENT BY: ARM; DAVIS FOLK & WARDWEL 01223400546; 10-MAY-02 11:15; PAGE 6 Clydesdale Bank plo 1,800 TOTAL 36,228,197 Schedule B Page 3 of 11

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SENT BY: ARM; 01223400546; 10-MAY-02 11:15; PAGE 7

# Capital International Limited

| Regis                              | bereg            | <u>Name</u>                        |                          | Local Shares    |
|------------------------------------|------------------|------------------------------------|--------------------------|-----------------|
| Cana<br>27th                       | ry Wh<br>Floor   | arf                                | ees Limited<br>da Square | 1,093,700       |
| Bank<br>3 Bird                     | of Nei<br>hin La | w York                             | Vorninees                | 4,369,173       |
| Woolg<br>Calen                     | gate H<br>nan St | inees Li<br>ouse<br>reet<br>2P 2HD |                          | 6,447,100       |
| 5 Laui<br>Poutn                    | ev Hill          | ·                                  | ngdom                    | 343,700         |
| Banke<br>69 1/2<br>2nd Fl<br>Londo | South<br>oor     | ımark St                           | reet                     | 6,478,470       |
| 8 Ange                             | ys Glo<br>I Coul | bal Seci                           | uritles Services         | 209,800         |
| Citiban<br>11 Old<br>Londor<br>UK  | Jewry            | •                                  |                          | <b>267,</b> 500 |
| Morgan<br>83 Pali<br>London<br>UK  | Mail             |                                    |                          | 523,300         |

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| Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                             | 5,004,381          |
|--|--------------------|
| Royal Bank of Scotland Regents House, 42, Islington High St London N1 BXL UK                 | 94,800             |
| MSS Nominees Limited<br>Midland Bank pic<br>Mariner House, Pepys<br>London EC3N 4DA          | 368,500            |
| State Street Bank & Trust Co.  | 499,900            |
| Lloyds Bank<br>Central Settlement Section<br>Branches Stock Office<br>34 Threadneadle Street | 164,100            |
| Citibank NA<br>Toronto   | 73,400             |
| Deutsche Bank AG<br>23 Great Winchester Street<br>London EC2P 2AX<br>United Kingdom          | 811,200            |
| HSBC Bank plc<br>Securitles Services, Mariner House<br>Pepys Street<br>London EC3N 4DA       | 1, <b>31</b> 6,800 |
| Northern Trust AVFC<br>South Africa  | 334,100            |

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PAGE B

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|            |                                     |   | <del>\ \</del> | TO | ΓAL | 28,522,268 |
|------------|-------------------------------------|---|----------------|----|-----|------------|
| Clyd       | esdale                              | Bank piç  |                |    |     | 145,700    |
| Bani       | k One                               | London  |                |    |     | 476,600    |
| ; Glas     | on Noi<br>Buche<br>gow G<br>ed Kini | minees (UK) Limited<br>nan Street<br>i1 2DY<br>gdom |                |    |     | 468,200    |
| Kas<br>P.O | S UK<br>S Asso<br>Box 1<br>0 AD A   | ciate<br>78<br>Materdam                             |                |    |     | 97,844     |
|            |                                     |   |                |    |     |            |

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# Capital International S.A.

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| - |  | tered            | ·   | Local Shares |
|---|--|------------------|---|--------------|
|   | Cana<br>27th                           | ry Wh<br>Floor,  | t Nominees Limited<br>arf<br>1 Canada Square<br>4 SAF | 66,700       |
|   | Bank<br>3 Bird                         | of New           | w York Nominees<br>w York<br>ine<br>3V 9BY            | 150,900      |
|   | Woolg                                  | jate H<br>hen St | inees Limited<br>ouse<br>reet<br>2P 2HD               | 3,106,702    |
|   | 24 Bis                                 | hopse            | e London Branch<br>late<br>2n4BQ                      | 79,000       |
|   | Midiar<br>5 Laur<br>Poutne<br>EC4R     | ence<br>by Hill  |   | 646,800      |
| - | r Aude                                 | vs Glo<br>I Cou  | bal Securities Services                               | 225,300      |
| ı | Citiban<br>11 Old<br>-ondor<br>JK      | Jewry            | don<br>P. 8D8   | 140,750      |
| 1 | Nortrus<br> 55 Bls<br> ondon<br> nited | hopsg<br>EC2     | ate<br>M 3XS  | 49,400       |
|   |  |                  |   |              |

Schedule B Page 7 of 11 DATIS

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P.11/14

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Schedule B Page 8 of 11

10-MAY-02 11:16;

PAGE 12 P.14/14

HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA

506,640

TOTAL

8,679,172

Schedule B Page 9 of 11 SENT BY: ARM; 01223400546; 10-MAY-02 11:16; PAGE 13/14

# Capital International, Inc.

| Registered Namo   | Local Shares |
|---|--------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF | 159,200      |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY    | 63,600       |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                  | 119,310      |

TOTAL 942,310

Schedule B Page 10 of 11 SENT BY: ARM; 01229400546; 10-MAY-02 11:16; PAGE 14/14 MAY, 9.2002 12:59PM THE CAPITAL GROUP 10-MAY-02 11:16; PAGE 14/14

Capital Research and Management Company

Registered Name

Local Shares

Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD

13,000,000

TOTAL

13,000,000

Schedule B Page 11 of 11

# ARM AND LINEO ANNOUNCE AVAILABILITY OF EMBEDIX OS FOR PRIMEXSYS WIRELESS PLATFORM

CAMBRIDGE, UK and SALT LAKE CITY, UTAH, U.S. — May 13, 2002 — ARM [(LSE: ARM); Nasdaq: ARMHY)], the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions and Lineo<sup>TM</sup>, Inc. a leading innovator in embedded systems, and smart handheld and residential gateway stack solutions, today announced that Lineo has completed a port of Embedix, its Linux-based operating system, to the ARM® PrimeXsys<sup>TM</sup> Wireless Platform. This is the first operating system to be ported to the PrimeXsys Wireless Platform by a third-party IP provider and marks the first availability of embedded Linux for the PrimeXsys Wireless Platform.

As an inaugural member of the ARM DevZone<sup>TM</sup> program, Lineo has a long-standing relationship with ARM and the ARM developer community, working to optimize Embedix Linux for ARM core-based microprocessors. This latest development marks a significant step toward products becoming available, based on the ARM PrimeXsys technology and running Embedix OS.

"By working together, ARM and Lineo have made considerable advances in optimizing Linux for the ARM architecture," said Ian Thornton, PrimeXsys product manager, ARM. "We see Linux as a key technology in the wireless market and Lineo's decision to develop a port of Linux further endorses the important role that both Embedix OS and the PrimeXsys Wireless Platform will have as the basis of next-generation wireless devices."

"ARM's PrimeXsys Wireless Platform technology will sit at the heart of many next-generation wireless devices. Therefore, we felt that it was crucial to develop a pre-validated port of our Embedix OS to the PrimeXsys Wireless Platform so that licensees of the platform will have a Linux provider of reference for their projects based on this ARM platform," said Matt Harris, CEO of Lineo. "Our Embedix OS is

proving to be a popular choice with developers who are finding the added scalability and small memory footprint of Linux is ideally suited to the wireless market."

#### Availability

The port of Embedix OS to the PrimeXsys Wireless Platform should be complete by the end of May 2002. Those interested in developing a PrimeXsys Wireless Platform-based solution can contact Lineo by email <u>insales@lineo.com</u> or by calling (in the U.S.) 800 490-9448 ext 320 or + 1 801 426 5001 ext 320.

#### About PrimeXsys

ARM's PrimeXsys platforms are highly-integrated, extendible platforms incorporating all the hardware, software and integration tools necessary to enable ARM Partners to easily develop a wide range of ARM Powered® application-focused devices, rapidly and with minimal risk. The PrimeXsys Wireless Platform is specifically designed to support the development of wireless applications including third-generation mobile phones and personal digital assistants (PDAs).

#### About ARM

ARM is the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions. The company licenses its high-performance, low-cost, power-efficient RISC processors, peripherals, and system-on-chip designs to leading international electronics companies. ARM also provides comprehensive support required in developing a complete system. ARM's microprocessor cores are rapidly becoming a volume RISC standard in such markets as portable communications, handheld computing, multimedia, digital consumer and embedded solutions. More information on ARM is available at http://www.arm.com.

#### About Lineo

Lineo® provides embedded systems and real-time solutions covering the full spectrum of embedded development, including operating system software, host development environments, vertical stack applications and professional services. Lineo distributes solutions allowing OEMs to create smart embedded devices and systems while helping OEMs to reduce system requirements, per-unit costs and time-to-market.

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Lineo's key technologies are: Embedix<sup>®</sup> SDK (a fully featured and integrated embedded developer tool chain), Embedix (embedded Linux system software for MMU-less and MMU-full processors), Embedix Plus PDA and Embedix Plus RG (vertical-specific application stack solutions). Contact Lineo at <a href="http://www.lineo.com">http://www.lineo.com</a>, via e-mail to <a href="mailto:info@lineo.com">info@lineo.com</a> or by calling + 1 801 426 5001.

#### **ENDS**

ARM and ARM Powered are registered trademarks of ARM Limited. PrimeXsys and DevZone are trademarks of ARM Limited. All other brands or product names are the property of their respective holders. "ARM" is used to represent ARM Holdings plc (LSE: ARM and Nasdaq: ARMHY); its operating company ARM Limited; and the regional subsidiaries ARM, INC.; ARM KK; ARM Korea Limited; ARM Taiwan; and ARM France SAS.

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SENT BY: ARM; 01223400546; MAY.13.2002 1:20PM THE CAPITAL GROUP

14-MAY-02 8:43;

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THE CAPITAL GROUP COMPANIES, INC.

933 Soulti Hope Birset, Los Angeles, California 90071 - Telaphone (213) 486-8200 - Fex (213) 436-9217

13 May 2002

BY FAX - ORIGINAL IN POST (44 1223 400546)

Arm Holdings plc 110 Fulbourn Road Cambridge CB1 9NJ England

Re: Section 198 Notification

Company Secretary:

Enclosed is a Section 198 Notification dated 10 May 2002.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 198 previously. For a description of our organization, please visit our Web site at www.oapgroup.com.

For the purposes of this Notification an outstanding share balance of 1,014,767,176 shares was used to calculate the percentages of holdings of the relevant share capital which determine the notifiable interest. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions to this Notification.

Should you have questions or require additional Information, please contact Inmo Khang or Gina Martinez at (213)452-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at NonUSReporting@capgroup.com.

Regards,

Inmo Khang

Compliance Associate

<u>PULK & WARDWEL</u>

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PAGE 3 H.2/14

MAY,13.2002 1:20PM

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THE CAPITAL GROUP

NO.679

198/90/1

To:

Arm Holdings plc 110 Fulbourn Road Cambridge CB1 9NJ England

Date:

10 May 2002

#### SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc. Capital International S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital Indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (1,014.767,176 shares outstanding)

Number of shares in which the Companies have an interest:

93,671,247

Name(s) of registered holder(s):

See Schedule B

| 28/U5 U2 14:10 FAX U 207 4 | 118 1400 | DAVIS PULK & | WARDWEL       |          | Ø. 0 2 4 |
|----------------------------|----------|--------------|---------------|----------|----------|
|                            |          | 01223400546; | 14 - MAY - 02 | B:44;    | PAGE 4   |
| SENT BY: ARM;              |          | 01223400544, | . ,           | 110.0012 | ( ) Y    |

As of 10 May 2002

# Arm Holdings plc

| Milli (A)dili 20 h)a                              |                     |                           |
|---|---------------------|---------------------------|
|   | Number of<br>Shares | Percent of<br>Outstanding |
| The Capital Group Companies, Inc. ("CG") holdings | 93,671,247          | 9.23%                     |
| Holdings by CG Management Companies and Funds:    |                     | _                         |
| Capital Guardian Trust Company                    | 38,641,697.00       | 3.81%                     |
| Capital International Limited                     | 31,770,798.00       | 3,13%                     |
| Capital International S.A.                        | 9,886,742.00        | 0.97%                     |
| Capital International, Inc.                       | 372,010.00          | 0,04%                     |
| Capital Research and Management Company           | 13,000,000.00       | 1.28%                     |

Schedule A

SENT BY: ARM; 01223400546; 14-MAY-02 8:44; PAGE 5

#### Schedule of holdings in Arm Holdings plo As of 10 May 2002

### Capital Guardian Trust Company

| Hegistered Name  | Local Shares    |
|--|-----------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF | 6,295,400       |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY   | 750,617         |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                 | 15,177,772      |
| BT Globenet Nominees Ltd.<br>1 Appold Street<br>Broadgate<br>Landon EC2A 2HE         | <b>330,</b> 100 |
| Midland Bank pic<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kingdom            | 6,155,208       |
| Cede & Co.<br>55 Water Street<br>New York, NY 10006                                  | 414,000         |
| Bankers Trust<br>59 1/2 Southmark Street<br>2nd Floor<br>London SEI OHH              | 1,833,300       |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT      | 860,400         |

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| Citibank London 11 Old Jewry London EC2R 8D8   | 638,600   |
|--|-----------|
| UK Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                    | 5,473,900 |
| Royal Bank of Scotland<br>Regents House, 42, Islington High St<br>London N1 8XL<br>UK  | 18,000    |
| MSS Nominees Limited<br>Midland Bank pic<br>Mariner House, Pepys<br>London EC9N 4DA    | 93,100    |
| State Street Bank & Trust Co.  | 76,500    |
| Citlbank NA<br>Toronto   | 34,500    |
| HSBC Bank plc<br>Securitles Services, Mariner House<br>Pepys Street<br>London EC3N 4DA | 23,100    |
| ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom          | 54,400    |
| Mellon Nominees (UK) Limited 150 Buchanen Street Glasgow G1 2DY United Kingdom         | 411,000   |

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PAGE 6

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Clydesdale Bank plc 1,800

TOTAL

38,641,697

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DAVIS FULK & WARDWELL PAGE 8 14-MAY-02 B:44; 01223400546; SENT BY: ARM;

IME CHETIHE GROUP

Capital International Limited

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NO.679

Local Shares Registered Name 1,249,400 State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF Bank of New York Nominees Bank of New York 4,736,373 3 Birchin Lane London EC3V 9BY 7,341,200 Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD 369,800 Midland Bank pic 5 Laurence Poutney Hill EC4R OE, United Kingdom 6,004,600 Bankers Trust 59 1/2 Southmark Street 2nd Floor London SEI OHH 241,500 Barciays Bank Barciays Global Securities Services 8 Angél Court London EC2R 7HT 298,000 Citibank London 11 Old Jewry London EC2R BDB UK 574,200 Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK

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|  |                          | •         |    |
|--|--------------------------|-----------|----|
| Nortrust Nomir<br>155 Bishopsga<br>London EC2M<br>United Kingder | ate<br>I 3XS             | 5,633,581 |    |
| Royal Bank of<br>Regents House<br>London N1 8X<br>UK             | e, 42, Islington High St | 109,000   |    |
| MSS Nominee<br>Midland Bank I<br>Manner House<br>London EC3N     | pic<br>, Pepys           | 424,800   |    |
| State Street Ba  | ank & Trust Co.          | 504,600   |    |
| Lloyds Bank<br>Central Settlen<br>Branches Stoc<br>34 Threadneed | k Office                 | 182,000   | ال |
| Citibank NA<br>Toronto   |                          | 90.00     |    |
| Deutsche Banl<br>23 Great Wind<br>London EC2P<br>United Kingdor  | hester Street<br>2AX     | 897,100   |    |
| HSBC Bank pl<br>Securities Sen<br>Pepys Street<br>London EC3N    | dces, Mariner House      | 1,464,900 |    |
| Northern Trust<br>South Africa                                   | AVFC                     | 334,100   |    |

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|   | TOTAL | 31,770,798 |
|---|-------|------------|
| Clydesdale Bank plc   | ·     | 182,300    |
| Bank One London   |       | 545,900    |
| Mellon Nominees (UK) Limited<br>150 Buchanan Street<br>Glasgow G1 2DY<br>United Kingdom |       | 475,700    |
| KAS UK<br>Kass Associate<br>P.O Box 178<br>1000 AD Amsterdam                            |       | 111,744    |

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P.10/14

### Capital International S.A.

| Registered Name   | Local Shares                   |
|---|--------------------------------|
| State Street Nominees Limited<br>Canary Wharf<br>27th Floor, 1 Canada Square<br>London E145AF | 75,200                         |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY            | 160,700                        |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                          | 3,631,902                      |
| Credit Suisse London Branch<br>24 Bishopsgate<br>London EC2n4BQ<br>UK                         | 008,68                         |
| Midland Bank pic<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kingdom                     | <b>78</b> 7 <mark>,2</mark> 00 |
| Barclays Bank<br>Barclays Global Securities Services<br>8 Angel Court<br>London EC2R 7HT      | 260,800                        |
| Citibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                                      | 162,300                        |
| Nortrust Nominees<br>155 Bishopsgate<br>London EC2M 3XS<br>United Kingdom                     | 59,200                         |

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| Morgan Stanley   | 55,100    |
|--|-----------|
| Royal Bank of Scotland<br>Regents House, 42, Islington High St<br>London N1 8XL<br>UK          | 2,305,500 |
| State Street Bank & Trust Co.  | 172,300   |
| National Westminster Bank  | 523,300   |
| Lloyds Bank<br>Central Settlement Section<br>Branches Stock Office<br>34 Threadneedle Street   | 136,500   |
| Vidacos Nominees Ltd.<br>Citibank N.A.<br>Lewisham House, 25 Molesworth St.<br>London SE13 7EX | 160,000   |
| RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom                                | 84,500    |
| Citibank NA<br>Toronto   | 31,100    |
| Deutsche Bank AG<br>23 Great Winchester Street<br>London EO2P 2AX<br>United Kingdom            | 626,000   |

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Schedule B Page 8 of 11 SENT BY: ARM; 01223400546; 14-MAY-02 8:45; PAGE 13/15

HSBC Bank pic Securitles Services, Martner House Pepys Street London EC3N 4DA

577,340

TOTAL

9,886,742

Schedule B Page 9 of 11 SENT BY: ARM; 01223400546; 14-MAY-02 8:45; PAGE 14/15 NO.679 P.13/14

# Capital International, Inc.

| Registered Name  |       | Local Shares |
|--|-------|--------------|
| State Street Nominees Limited<br>Canary Wharf<br>27th Floor, 1 Canada Square<br>London E14 5AP |       | 179,600      |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London ECSV 98Y             |       | 73,100       |
| Chase Nominees Umited Woolgate House Coleman Street London EC2P 2HD                            |       | 119,310      |
|  | TOTAL | 372,010      |

Schedule B Page 10 of 11 SENT BY: ARM; 01223400546; 14-MAY-02 8:46; PAGE 15/15

# Capital Research and Management Company

Registered Name

Local Shares

Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD

13,000,000

TOTAL

13,000,000

Schedule B Page 11 of 11

# PORTALPLAYER LICENSES ARM TECHNOLOGY FOR DIGITAL AUDIO APPLICATIONS

Powerful 32-bit ARM7TDMI core enables price/performance leadership in chips for consumer entertainment systems

### CAMBRIDGE, UK and SANTA CLARA, CALIF. - May 20, 2002 - ARM

[(LSE:ARM) (Nasdaq:ARMHY)], the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions, and PortalPlayer, Inc., the industry's only supplier of digital audio platforms for consumer electronics, today announced that PortalPlayer has licensed the ARM7TDMI® core for implementation in digital audio encode and playback devices. ARM® core-based products from PortalPlayer<sup>TM</sup> are used by original equipment manufacturers (OEMs) and original device manufacturers (ODMs) to develop complete digital audio product families, from player-only portable devices to digital audio-enabled encoding and playback systems for the pocket, home and car.

Portal Players' complete platform solutions include a highly-integrated system-on-chip controller, firmware, digital media manager application software, and reference designs to speed system integration. PortalPlayer's SuperIntegration<sup>TM</sup> system-on-chip (SoC) controllers, based on the ARM7TDMI processor core, provide a programmable and upgradeable solution for digital audio playback and recording applications, with the performance headroom needed to accommodate the evolving requirements of the digital audio entertainment market. Coupled with PortalPlayer's extensive firmware library, system designers can enable the set of audio encoders, decoders, digital rights management and audio effects processing features that exactly fit their target application. This flexibility and extensibility gives consumer product OEMs a significant time-to-market advantage.

"PortalPlayer established its leadership in digital audio platforms using ARM core-based designs manufactured for us by strategic partners," said John Mallard, president and chief executive officer of PortalPlayer. "With the addition of the ARM7TDMI core to our Customer Owned Tool (COT) flow. PortalPlayer is able to aggressively manage the timeframe and costs for new chip development. As a result, we will continue to bring new high-performance, high-integration platform solutions to the growing market for consumer digital audio devices sooner than our competition."

"As a leader in this arena, PortalPlayer makes full use of the integration, performance and low cost benefits of the ARM7TDMI core to deliver SoC products that meet the exacting demands of current and next-generation digital audio devices," said Dr Tom Cronk, director, Wireless, ARM. "This agreement underscores the suitability of ARM technology for the growing consumer electronics space - a market where low-power with high-performance is a must."

The ARM7TDMI core, a 32-bit embedded RISC processor, is optimized to provide the best combination of performance, power and area characteristics. The ARM7TDMI core enables system designers to build embedded devices that meet the small size, low power and high-performance requirements of applications such as wireless handsets and personal audio accessories.

#### About ARM

ARM is the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions. The company licenses its high-performance, low-cost, power-efficient RISC processors, peripherals and system-on-chip designs to leading international electronics companies. ARM also provides comprehensive support required in developing a complete system. ARM's microprocessor cores are rapidly becoming a volume RISC standard in such markets as portable communications, hand-held computing, multimedia digital consumer and embedded solutions.

### About PortalPlayer, Inc.

PortalPlayer, Inc. supplies consumer electronics manufacturers with complete platform solutions for open and secure delivery and management of digital media via the Internet. The company develops and markets advanced systems for digital audio recording and playback, using MP3 and other popular digital compression technologies. Founded in May 1999, PortalPlayer is headquartered in Santa Clara, California, with major offices in Seattle, Washington; Charlotte, North Carolina; and Hyderabad, India. The company has grown to more than 200 employees worldwide and has received three rounds of venture capital funding. Top tier investors include J.P. Morgan Partners, CIBC World Markets Corp., LSI Logic Corp., Techfund, and Vulcan Ventures, Inc.

#### **ENDS**

ARM and ARM7TDMI are registered trademarks of ARM Limited, All other brands or product names are the property of their respective holders. "ARM" is used to represent ARM Holdings plc (LSE: ARM and Nasdaq: ARMHY); its operating company ARM Limited; and the regional subsidiaries ARM INC.; ARM KK; ARM Korea Ltd.; ARM Taiwan; and ARM France SAS.

PortalPlayer and SuperIntegration are trademarks of PortalPlayer, Inc.

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#### THE CAPITAL GROUP COMPANIES, INC.

335 South Hope Street, Les Angeles, California 90071 - Temphone (213) 486-9200 - May (213) 486-9217

21 May 2002

### BY FAX - ORIGINAL IN POST (44 1223 400546)

Arm Holdings plo 110 Fulbourn Road Cambridge CB1 9NJ England

### Re: Section 198 Notification

Company Secretary:

Enclosed is a Section 198 Notification dated 20 May 2002.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 198 previously. For a description of our organization, please visit our Web site at www.capgroup.com.

For the purposes of this Notification an outstanding share belance of 1.014.767,176 shares was used to calculate the percentages of holdings of the relevant share capital which determine the notifiable interest. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions to this Notification.

Should you have questions or require additional information, please contact inmo Khang or Gina Martinez at (213)452-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at NonUSReporting@capgroup.com.

Regards,

Gina Martinez

Compliance Associate

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PAGE 3

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To:

Arm Holdings plc 110 Fulbourn Road

Cambridge CB1 9NJ England

Date: 20 May 2002

### SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies. Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The Interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (1,014,767,176 shares outstanding)

Number of shares in which the Companies have an interest:

101,798,195

Name(s) of registered holder(s):

See Schedule B

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As of 20 May 2002

### Arm Holdings pic

|   | Number of<br>Shares | Percent of<br>Outstanding |
|---|---------------------|---------------------------|
| The Capital Group Companies, Inc. ("CG") holdings | 101,798,195         | 10.03%                    |
| Holdings by CG Management Companies and Funds:    | _                   |                           |
| Capital Guardian Trust Company                    | 40,449,097.00       | 3.99%                     |
| Capital International Limited                     | 37,584,646.00       | 3.70%                     |
| Capital International S.A.                        | 10,360,142.00       | 1.02%                     |
| Capital International, Inc.                       | 404,310.00          | 0.04%                     |
| Capital Research and Management Company           | 13,000,000,00       | 1.28%                     |

Schedule A

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Schedule of holdings in Arm Holdings plc As of 20 May 2002

### Capital Guardian Trust Company

| Registered Name  | Local Shares |
|--|--------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF | 6,425,800    |
| Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY            | 750,617      |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                 | 16,589,572   |
| BT Globenet Nominees Ltd.  1 Appold Street  Broadgate  London EC2A 2HE               | 990,100      |
| Midland Bank plc<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kingdom            | 6,277,008    |
| Cede & Co.<br>55 Water Street<br>New York, NY 10006                                  | 414,000      |
| Bankers Trust 59 1/2 Southmark Street 2nd Floor London SEI OHH                       | 1,922,600    |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT      | 860,400      |

Schedule B

Page 1 of 11

| Citibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                                | 638,600        |
|---|----------------|
| Nortrust Nominees<br>155 Bishopsgate<br>London EC2M 9XS<br>United Kingdom               | 5,528,000      |
| Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK            | 18,000         |
| MSS Nominees Limited<br>Midland Bank pic<br>Mariner House, Pepys<br>London EC3N 4DA     | 93,100         |
| State Street Bank & Trust Co.   | 76,500         |
| Citibank NA<br>Toranto  | 34,500         |
| HSBC Bank plc<br>Securities Services, Mariner House<br>Pepys Street<br>London EC3N 4DA  | 29,100         |
| ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom           | <b>54,</b> 400 |
| Mellon Nominaes (UK) Limited<br>150 Buchanan Street<br>Glasgow G1 2DY<br>United Kingdom | 411,000        |

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Schedule B Page 2 of 11 NT BY: ARM;
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Clydesdale Bank plc

1,800

Schedule B Page 3 of 11 DAVIS POLK & WARDWEL

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PAGE 8

Capital International Limited

| Registered Name  | Lecal Shares      |
|--|-------------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF | <b>1,</b> 853,500 |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY   | 5,430,773         |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                 | 8,712,148         |
| Midland Bank plc<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kingdom            | 425,500           |
| Bankers Trust 59 1/2 Southmark Street 2nd Floor London SEI 0HH                       | <b>7,663,</b> 100 |
| Barclays Bank Barclays Global Securitles Services B Angel Court London EC2R 7HT      | <b>274</b> ,900   |
| Citibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                             | 310,400           |
| Morgan Guaranty<br>83 Pall Mall<br>London SW1Y 5ES<br>UK                             | 716,400           |

Schedule B Page 4 of 11

| Nortrust Nominees 155 Bishopsgate London EC2M 3XS   | 6,556,281       |
|---|-----------------|
| United Kingdom  Royal Bank of Scotland  Regents House, 42, Islington High St  London N1 8XL | 109,000         |
| MSS Nominees Limited Midland Bank pic Manner House, Pepys                                   | 424,800         |
| London EC3N 4DA  State Street Bank & Trust Co.  | 589,300         |
| Lloyds Bank<br>Central Settlement Section<br>Branches Stopk Office                          | 182,000         |
| 34 Threadneedle Street Citibank NA Toronto  | 90,000          |
| Deutsche Bank AG 23 Great Winchester Street   | 1,167,500       |
| London EC2P 2AX United Kingdom HSBC Bank pic Securities Services, Mariner House             | 1,833,000       |
| Pepys Street<br>London EC3N 4DA<br>Northem Trust AVFC<br>South Africa                       | <b>334,1</b> 00 |

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Schedule B Page 5 of 11 KAS UK
Kass Associate
P.O Box 17B
1000 AD Amsterdam

Mellon Nominees (UK) Limited
150 Buchanan Street
Glasgow G1 2DY
United Kingdom

Bank One London

Clydesdale Bank pic

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501,400

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TOTAL 37,584,646

Schedule B Page 6 of 11 28/05 02 14:14 FAX 0 207 418 1400 DAY 15 POLIK & WARDWEL 01223400546; 22-MAY-02 9:42; PAGE 11

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### Capital International S.A.

| Registered Name   |                               |
|---|-------------------------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF | <u>Local Shares</u><br>75,200 |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>Landon EC3V 9BY    | 173,500                       |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                  | 3,819,702                     |
| Credit Suisse London Branch<br>24 Bishopsgate<br>London EC2n4BQ<br>UK                 | 83,800                        |
| Midland Bank pic 5 Laurence Poutney Hill EC4R GE, United Kingdom                      | <b>796,</b> 500               |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT       | 260,800                       |
| Citibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                              | 162,300                       |
| Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                      | 53,200                        |

Schedule B Page 7 of 11

| Morgan Stanley   | 55.100    |
|--|-----------|
| Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK                   | 2,507,600 |
| State Street Bank & Trust Co.  | 172,300   |
| National Westminster Bank  | 529,300   |
| Lioyds Bank<br>Central Settlement Section<br>Branches Stock Office<br>34 Threadneedle Street   | 145,600   |
| Vidacos Nominees Ltd.<br>Citibank N.A.<br>Lewisham House, 25 Molesworth St.<br>London SE13 7EX | 160,000   |
| RBSTB Nominees Ltd.<br>67 Lombard St<br>London EC3 3DL<br>United Kingdom                       | 99,900    |
| Citibank NA<br>Toronto   | 31,100    |
| Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom                     | 668,900   |

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PAGE 12 P.11/14

PMINCINCULAR THE CAPITAL

Schedule B Page 8 of 11 HSBC Bank pic Securities Services, Mariner House Pepys Street London EC3N 4DA

577,340

TOTAL 10,360,142

Schedule B Page 9 of 11 01223400546; PAGE 14/15
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NO.847 P.13/14

### Capital International, Inc.

| Registered Name  | Laural Oliver                  |
|--|--------------------------------|
| State Street Nominaes Limited<br>Canary Wharf<br>27th Floor, 1 Canada Square<br>London E14 5AF | <u>Local Shares</u><br>202,200 |
| Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY                      | 82,800                         |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                           | 119,310                        |
|  |                                |

TOTAL

404,310

Schedule B Page 10 of 11 28/05 02 14:14 FAX 0 207 418 1400 DAVIS POLK & WARDWEL 9:43; PAGE 15/15

## Capital Research and Management Company

Registered Name

Local Shares

Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD

13,000,000

TOTAL

13,000,000

Schedule B Page 11 of 11 5 02 14:14 FAX 0 207 418 1400 7 Anw; MAY 22 2002 2:09PM THE COP

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PAGE 2 P.1/14

THE CAPITAL GROUP COMPANIES, INC.

339 South Hope Sweet, Los Angeles, Celifornio 80071 · Telephone (213) 488-9200 · Fex (219) 486-9217

22 May 2002

### BY FAX - OPIGINAL IN POST (44 1223 400546)

Arm Holdings plc 110 Fulboum Road Cambridge CB1 9NJ England

Re: Section 198 Notification

Company Secretary:

Enclosed is a Section 198 Notification dated 21 May 2002.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 198 previously. For a description of our organization, please visit our Web site at www.capgroup.com.

For the purposes of this Notification an outstanding share balance of 1,014,767,176 shares was used to calculate the percentages of holdings of the relevant share capital which determine the notifiable interest. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions to this Notification.

Should you have questions or require additional information, please contact inmo Khang or Gina Martinez at (213)452-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at NonUSReporting@capgroup.com.

Regards,

aina Martinez

Compliance Associate

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PAGE 3 P.2/14

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To: Arm Holdings plc 110 Fulbourn Road Cambridge CB1 9NJ England

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Date: 21 May 2002

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### SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., Capital International Limited, and Capital Quardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (1,014,767,176 shares outstanding)

Number of shares in which the Companies have an interest:

102,857,395

Name(s) of registered holder(s):

See Schedule B

### As of 21 May 2002

### Arm Holdings plc

|   | Number of Shares    | Percent of<br>Outstanding |
|---|---------------------|---------------------------|
| The Capital Group Companies, Inc. ("CG") holdings | 102,857,395         | 10.14%                    |
| Holdings by CG Management Companies and Funds:    |                     |                           |
| * Capital Guardian Trust Company                  | 40,711,697.00       | 4.01%                     |
| - Capital International Limited                   | 38,319,946.00       | 3.76%                     |
| Capital International S.A.                        | 10,416,742.00       | 1.03%                     |
| Capital International, Inc.                       | 4 <b>0</b> 9,010.00 | ۵,04%                     |
| - Capital Research and Management Company         | 13,000,000.00       | 1.28%                     |

Schedule A

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### Schedule of holdings in Arm Holdings pic As of 21 May 2002

### Capital Guardian Trust Company

| Registered Name  | Local Shares      |
|--|-------------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF | <b>6,435,</b> 300 |
| Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY            | 769,417           |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                 | 16,770,272        |
| BT Globenet Nominees Ltd.  1 Appold Street Broadgate London EC2A 2HE                 | 338,100           |
| Midland Bank plc<br>5 Laurence<br>Poutney Hill<br>EC4R 0E, United Kingdom            | 6,291,908         |
| Cede & Co.<br>55 Water Street<br>New York, NY 10006                                  | 414,000           |
| Bankers Trust 59 1/2 Southmark Street 2nd Floor London SEI 0HH                       | 1,922,600         |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT      | 860,400           |

Schedule B Page 1 of 11

| Cltibank London<br>11 Old Jewry<br>London EC2R 8D8<br>UK                                | 638,600   |
|---|-----------|
| Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                        | 5,558,700 |
| Royal Bank of Scotland<br>Regents House, 42, Islington High St<br>London N1 8XL<br>UK   | 18,000    |
| MSS Nominees Limited<br>Midland Bank plc<br>Mariner House, Pepys<br>London EC3N 4DA     | 93,100    |
| State Street Bank & Trust Co.   | 76,500    |
| Citibank NA<br>Toronto  | 34,500    |
| HSBC Bank pic<br>Securities Services, Mariner House<br>Pepys Street<br>London EC3N 4DA  | 23,100    |
| ROY Nominaes Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom           | 54,400    |
| Mellon Nominees (UK) Limited<br>150 Buchanan Street<br>Glasgow G1 2DY<br>United Kingdom | 411,000   |

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Schedule B Page 2 of 11 MAY. Z2. Z002 Z: 10P11 THE CAPITAL GROUP

MAY. Z2. Z002 Z: 10P11 THE CAPITAL GROUP

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Clydesdale Bank pic

1,800

TOTAL 40,711,697

Schedule B Page 3 of 11 SENT BY: ATM; 15 FAX 0 207 416 1400 DAVIS FOLK & WARDNEL 4002 DAVIS FOLK & WARDNEL 4002 DAVIS FAX 0 207 416 1400 DAVIS FOLK & WARDNEL 4002 DAVIS FAX 0 207 416 1400 DAVIS FOLK & WARDNEL 4002 DAVIS FOLK

### Capital International Limited

| Registered Name  | Local Shares |
|--|--------------|
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E145AF | 1,367,000    |
| Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 98Y            | 5,518,673    |
| Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD                 | 8,875,548    |
| Midland Bank pic<br>5 Laurence<br>Poutney Hiji<br>EC4R 0E, United Kingdom            | 432,700      |
| Bankers Trust<br>59 1/2 Southmark Street<br>2nd Floor<br>London SEI 0HH              | 7,876,800    |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT      | 279.400      |
| Citibank London 11 Old Jewry London EC2R 8D8 UK                                      | 312,100      |
| Morgan Guaranty 83 Pall Mail London SW1Y 5ES UK                                      | 734,60D      |

Schedule B Page 4 of 11

| Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                             | 6,678,081       |
|--|-----------------|
| Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK                 | 109,000         |
| MSS Nominees Limited Midland Bank pic Mariner House, Pepys London EC3N 4DA                   | 424,800         |
| State Street Bank & Trust Co.  | 600,200         |
| Lioyds Bank<br>Central Settlement Section<br>Branches Stock Office<br>34 Threadneedle Street | 182,000         |
| Citibank NA<br>Toronto   | 90,00           |
| Deutsche Bank AG<br>23 Great Winchester Street<br>London EC2P 2AX<br>United Kingdom          | 0.000,801,1     |
| HSBC Bank pic<br>Securities Services, Madner House<br>Pepys Street<br>London EC3N 4DA        | 1,880,500       |
| Northern Trust AVFC<br>South Africa  | <b>334</b> ,100 |

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Schedule B Page 5 of 11

PAGE 10

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Schedule B Page 6 of 11 SENT BY: ARM; 01223400546; 23-MAY-02 10:12; PAGE 11 MAY. 22.2002 2:10PM THE CAPITAL GROUP NO.878 P.10/14

### Capital International S.A.

| Registered Name   | Local Shares    |
|---|-----------------|
| -   | 75,200          |
| State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF | 500             |
| Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY             | 173,500         |
| Chase Nominees Limited Woolgate House Coleman Street                                  | 3,842,502       |
| London EC2P 2HD   | 83,800          |
| Credit Suisse London Branch<br>24 Bishopsgate<br>London EC2n4BQ<br>UK                 |                 |
| Midland Bank plc 5 Laurence   | 798,100         |
| Poutney Hill<br>EG4R 6E, United Kingdom   | 260,800         |
| Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT       | 289,000         |
| Citibank London<br>11 Old Jewry<br>London EC2R 9D8<br>UK                              | 162,300         |
| Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom                      | <b>\$</b> 3,200 |
|   |                 |

Schedule B Page 7 of 11

| Morgan Stanley  | 55,100    |
|---|-----------|
| Royal Bank of Scotland<br>Regents House, 42, Islington High St<br>London N1 8XL               | 2,534,200 |
| UK State Street Bank & Trust Co.  | 172,300   |
| National Westminster Bank   | 523,300   |
| Lloyds Bank<br>Central Settlement Section<br>Branches Stock Office                            | 145,600   |
| 34 Threadneedle Street  Vidacos Nominees Ltd. Citibank N.A. Lewisham House, 25 Molesworth St. | 160,000   |
| London SE13 75X  RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL                             | 93,900    |
| United Kingdom  Citibank NA  Toronto  | 31,100    |
| Deutsche Bank AG 23 Great Winchester Street London EG2P 2AX United Kingdom                    | 674,500   |

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PAGE 12

P.11/14

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20/00 02 14.10 PAA SENT BY: ARM;

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01223400546; THE CHPITHE GROUP 23-MAY-02 10:12;

PAGE 13 NO. 978 P.12/14

HSBC Bank pic Securities Services, Mariner House Pepys Street London EC3N 4DA

577,340

TOTAL

10,416,742

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### Capital International, Inc.

| Regis         | tered Name  |       | Local Shares |
|---------------|---|-------|--------------|
| Cana<br>27th  | Street Nominees Limited<br>ny Wharf<br>Floor, 1 Canada Square<br>on E14 5AF |       | 205,200      |
| Bank<br>3 Bir | of New York Nominees<br>of New York<br>thin Lane<br>on EC3V 9BY             | ſ     | 84,500       |
| Wool<br>Cole  | e Nominees Limited<br>gate House<br>nan Street<br>on EC2P 2HD               |       | 119,310      |
|               |   | TOTAL | 409,010      |

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### Capital Research and Management Company

Registered Name

Chase Nominees Limited

Woolgate House
Coleman Street
London EC2P 2HD

TOTAL

13,000,000

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LEGAL

### MORGAN STANLEY DEAN WITTER

MORGAN STANLEY SECURITIES LIMITED 25 CABOT SQUARE CANARY WHARF LONDON ELA 4QA

24-MAY-02 8:22;

Company Secretary Arm Holdings Plc 110 Fulbourn Road Cambridge CB1 9NJ

23 May 2002

#### PRIVATE AND CONFIDENTIAL BY FAX AND POST

Dear Sirs

### ARM HOLDINGS PLC (THE "COMPANY")

This notification relates to the ordinary shares of the company (the "shares") and is given in fulfilment of the obligations imposed under section 198 Companies Act 1985 (The

We hereby notify you that on 21 May 2002 we acquired an interest in the shares that resulted in our holding a total of 31,218,260 shares. This is due to our holding 25,495,970 ordinary shares and 1,907,430 American Depository Receipts (equivalent to 5,722,290 ordinary shares) being approximately 3.08% of the issued share capital of the Company.

We have transferred from time to time 27,152,182 shares to a third party on terms which gives us the right to require the return of an equivalent number of shares. Accordingly, our interest in 27,152,182 shares is pursuant to Section 208(5) of the Act.

Morgan Stanley Securities Limited is a member of the Morgan Stanley group of companies. Those group companies which are direct or indirect holding companies of Morgan Stanley Securities Limited are, under the terms of section 203 of the Companies Act 1985, each interested by attribution in any shares in which Morgan Stanley Securities Limited is interested.

Yours faithfully.

Robin Greenwood

Law Division

TELEPHONE (44 70) 7425 8000

FACTORILE (44 20) 7425 8990

TRUES ENIZEM

(#4 20) 7515 B000

(44 20) 7513 8990

L'ICOM PRINCIPALITATION DE L'ANDERS PROPRÈS DE L'ANDIE DE CAROT SQUARE, CARAIT WEARF, LONDON EL 4 4 DA REGULATED BY THE STOURTIES AND PUTURES AUTHORITY LIMITED AND MEMBER OF THE LONDON STOCK EXCHANGE

23 May 2002

Group Corporate Secretariat 54 Lombard Street London EC3P 3AH

Tel 020 7699 2305 Fax 0870 242 2733

The Company Secetary ARM Holdings PLC 90 Fulbourn Road Cambridge CB1 9JN

# **BARCLAYS**

Dear Sir

### Companies Act 1985 ("The Act") - Part VI

I refer to our previous correspondence and now inform you that as 22 May 2002 Barclays PLC, no longer has a notifiable interest in the capital of your Company.

According to our records your Company's Issued Share Capital is 1,018,723,121. If this is incorrect please let me know.

If you have any queries relating to this letter please contact me on 020 7699 2305.

Yours faithfully

Geoff Smith

Manager, Secretarial Services

### ARM DISMISSES LAWSUIT AS FRIVOLOUS

CAMBRIDGE, UK - May 28, 2002 - ARM [(LSE:ARM) (Nasdaq:ARMHY)], the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions stated today that it will vigorously defend itself against claims of patent infringement made by Nazomi Communications Inc. (Nazomi) in a lawsuit filed May 28, 2002, before the Federal District Court for Northern California.

The suit claims that ARM's Java acceleration technology infringes U.S. patent number 6,332,215.

ARM is confident that its products do not infringe the patent cited in the Nazomi lawsuit or any other Nazomi patents. ARM thoroughly investigated the Nazomi patent portfolio and developed its products in such a way that they would not infringe any Nazomi patents.

"ARM performs extensive patent research during the development of its products," said Mike Muller, ARM's CTO. "Having reviewed our technology, it is obvious that we don't infringe the Nazomi patents."

"We are disappointed that Nazomi would embark upon such a frivolous course of action," said David MacKay, General Counsel, ARM. "We have been in discussion with Nazomi and have given them every opportunity to indicate the basis upon which they believe that an infringement may exist. We have every confidence that we shall prevail in this case and intend pursuing Nazomi for all legal costs incurred by ARM as a result of these premature and ill-conceived proceedings."

### About ARM

02 14,17 PAX 0 207 410 1400 DAVID TOLK W.III

ARM is the industry's leading provider of 16/32-bit embedded RISC microprocessor solutions. The company licenses its high-performance, low-cost, power-efficient RISC processors, peripherals, and system-chip designs to leading international electronics companies. ARM also provides comprehensive support required in developing a complete system. ARM's microprocessor cores are rapidly becoming a volume RISC standard in such markets as portable communications, hand-held computing, multimedia digital consumer and embedded solutions. More information on ARM is available at www.arm.com

#### **ENDS**

ARM is a registered trademark of ARM Limited. All other brands or product names are the property of their respective holders. "ARM" is used to represent ARM Holdings plc (LSE: ARM and Nasdaq: ARMHY); its operating company ARM Limited; and the regional subsidiaries ARM INC.; ARM KK; ARM Korea Ltd.; ARM Taiwan; and ARM France SAS.